

Parallel Examination Between the 2013 BTG Constitution and the 2018 Proposed Amendments

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Preamble

A work of this nature is highly dependent upon the work of many theatre community groups. Of the many materials consulted and researched, the efforts of the following groups were especially helpful as we laboured to create our own document specific to our needs.

The Belleville Theatre Guild would like to heartily thank and acknowledge the fine work of the following community theatre groups:

- Theatre Ontario Ottawa Little Theatre
- Northumberland Players Shuswap Theatre
- Town&Country Players Iowa City Community Theatre
- Albany CivicTheatre,Inc The Actorsingers

Numbering Conventions Used

To facilitate organization and reference to specific items, The Belleville Theatre Guild Bylaws document uses the numbering conventions that follow.

In this Constitution Major Sections are labelled as Articles and numbered with Roman Numerals: I, II, III, IV, V, et cetera, while Sub-Sections are identified with numbers: 1, 2, 3 et cetera. Any further break down in this identification process will use Outline numbers: 1, 1.1, 1.2, 1.3, ... 2, 2.1, 2.2, 2.3 et cetera

Policies and/or Procedures developed by the Belleville Theatre Guild will fall into one of the following broader categories:

- Governance Administrative Financial
- Human Resources Facilities and Property

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	<p style="text-align: center;"><u>Constitution Review Committee</u></p> <p>Many thanks to my CRC colleagues for their hard work and dedication in guiding the extensive review and re-aring of our Constitution. The time and experience they so selflessly gave are a credit to the entire Belleville Theatre Guild.</p> <p style="padding-left: 40px;">Amy-Lyn VanLondersele, Vice President Moirra Nikander-Forrester, Past President Dave Henderson, Past President Christopher Black, Board of Directors</p> <p style="text-align: right;">Sincerely, Paul G. Lattanzio President The Belleville Theatre Guild</p>
<p>1. NAME:</p> <p>The name of the Corporation shall be “The Belleville Theatre Guild Inc.” hereinafter called “the Corporation”.</p>	<p style="text-align: center;"><u>ARTICLE I: NAME</u></p> <p>The name of the Corporation shall be “The Belleville Theatre Guild Inc.” hereinafter called “the Corporation”.</p>
<p>2. PURPOSE:</p> <p>The Corporation will actively promote participation, interest and enjoyment in quality live theatre by providing leadership, instruction, education and entertainment in all of the theatre arts.</p>	<p style="text-align: center;"><u>ARTICLE II: MISSION</u></p> <p>The Corporation will actively promote participation, interest in, and enjoyment of, quality live theatre by providing leadership, instruction, education and entertainment in all of the theatre arts.</p>
	<p style="text-align: center;"><u>ARTICLE III: PURPOSE</u></p> <p>The Corporation is a predominantly-volunteer, community theatre corporation that takes pride in producing top-quality comedies, dramas and musicals chosen to appeal to a wide range of audience tastes,</p>

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	and to provide exciting creative opportunities for local actors, playwrights, technicians and theatre lovers.
<p>3. HEAD OFFICE:</p> <p>The Head Office of the Corporation shall be in the City of Belleville, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.</p>	<p style="text-align: center;"><u>ARTICLE IV: HEAD OFFICE LOCATION</u></p> <p>The Head Office of the Corporation shall be in the City of Belleville, 256 Pinnacle St. in the Province of Ontario, K8N3B1 and at such a place therein as the Directors may from time to time determine.</p>
	<p style="text-align: center;"><u>ARTICLE V: DEFINITIONS</u></p> <p>In this Constitution, the Bylaws, Policies, Procedures and any resolutions of the BTG, unless the context otherwise requires:</p> <ol style="list-style-type: none"> 1 "Act" means the Corporations Act R.S.O. 1990, c. C.38, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore; 2 "Board" means the Board of Directors of the BTG; 3 "Director" means a Director on the Board of Directors; 4 "Fiscal Year" means July 1 to June 30, unless the Board by resolution determines otherwise; 5 "Member" means an individual who is current in his/her annual dues and is in compliance the expectations itemized in the Membership and Fees Section; 6 "General Meeting" means a meeting of all members; 7 "Day" is defined as a calendar day;

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- 8 “Ordinary Resolution” means a resolution submitted to a meeting of the Members duly constituted and passed at that meeting, with or without amendment, by at least a majority (50% + 1) of the votes cast;
- 9 “Executive Committee” refers to President, the Vice President, the Secretary, the Treasurer and the Past President;
- 10 “Proposal” shall mean a proposed resolution which shall be submitted to the members for a vote at a General Meeting or Annual General Meeting;
- 11 “Director’s Resolution” means a resolution submitted to the Members at a meeting duly constituted and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast.

ARTICLE VI: INTERPRETATION

- 1. All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending or derogating from the meaning of the words used in any section or part of this Bylaw.
- 2 Unless otherwise specified words and expressions defined in the Act have the same meanings when used in this Constitution, Bylaws and other BTG documents.
- 3 The invalidity or unenforceability of any provision of this Constitution and Bylaws shall not affect the validity or enforceability of the remaining provisions of this Constitution and Bylaws.

ARTICLE VII: SEAL AND CERTIFICATION OF DOCUMENTS

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	<ol style="list-style-type: none"> 1. The seal of The Belleville Theatre Guild shall be in such form as shall be prescribed by the Board of Directors and shall have the words “The Belleville Theatre Guild” inscribed thereon. 2. The Secretary of the BTG shall be responsible for the safe custody of the seal. Whenever used, it shall be authenticated by the signatures of two officers of The Belleville Theatre Guild. 3. Deeds, transfers, licences, leases, and contracts under seal or other documents requiring certification shall be signed on behalf of the BTG by the President and the Treasurer.
<p>4. Membership and Dues</p> <p>(a) All persons who are willing to participate in the activities and productions of the Corporation shall be accepted as members upon payment of the required dues. Membership in the Corporation shall remain valid for the fiscal year of the Corporation. Unacceptable and inappropriate conduct by a member, as determined either by the Board of Directors, or upon petition in writing to the Board, may be deemed to be grounds for the rescinding of that person’s membership.</p> <p>(b) Any member shall have the right to stand for office in the Corporation and shall have one (1) vote at meetings of the Corporation.</p> <p>(c) Members shall be required to pay annual membership dues the amount of which is to be set by a majority vote of the Board of Directors. Members in default shall automatically cease to be members of the Corporation and thus prohibited from participating in the activities and productions of the Corporation.</p> <p>(d) No member shall be entitled to vote at any meeting of the Corporation unless his or her membership dues are paid in full. No member shall be permitted to vote at the Annual General Meeting of the Corporation unless his or her membership dues are paid in full at least thirty (30) days prior to the said Meeting.</p>	<p style="text-align: center;"><u>ARTICLE VIII: Membership and Fees</u></p> <p>These shall be designated in accordance with the Bylaws.</p>

5. MEETINGS OF THE CORPORATION:

ARTICLE IX: Meetings of the Corporation

(a) Meetings shall be classified as follows:

These shall be designated in accordance with the Bylaws.

i) Board of Directors

The Board of Directors shall meet at least eight (8) times a year or more often as it deems necessary, either at the call of the President or by direction of at least four (4) members of the Board. The term of office of the Board shall be for one (1) year.

ii) General

A General Meeting shall be held in the fall of each year to receive a financial statement.

A General Meeting may be called at the discretion of the President or at the request of not less than twenty-five (25) members, or at the request of not less than five (5) members of the Board of Directors. Such a request is to be addressed to the Secretary in writing, giving a minimum of fourteen (14) days notice of the date of meeting, and stating the purpose thereof.

The Secretary shall give a minimum of seven (7) days notice of such meeting to all members.

iii) The Annual General Meeting

The Annual General Meeting shall be held in June of each year for the purposes of allowing the officers of the Board of Directors to provide annual reports, including preliminary financial reports, to the members and to permit the annual election of the Board of Directors.

A Nominating Sub-Committee, to consist of the Immediate Past President and two (2) other persons approved by the Board of Directors shall prepare a slate of officers to be presented to the membership a minimum of seven (7) days prior to the Annual General Meeting.

Nominations from the floor shall also be accepted at the Annual General Meeting.

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(b) Quorum

A quorum for the transaction of the business of any meeting of the Corporation, other than meetings of the Board of Directors, shall consist of a minimum of twenty five (25) members present, or 50 per cent plus one (1) of the membership, whichever is the lesser.

(c) Voting

- i) A member of the Corporation shall have one (1) vote at meetings of the Corporation.
- ii) No member shall be entitled to vote at the Annual General Meeting of the Corporation unless his/her membership dues are paid in full.
- iii) By custom, the presiding officer at any meeting shall not vote except in the event of a tie vote, in which case he/she shall cast the deciding vote.

(d) Proxy Voting

Subject to the approval of the President, any member of the Corporation is eligible to vote by proxy, or act as a voting proxy at all meetings of the Corporation, other than meetings of the Board of Directors. Approval by the President shall include confirmation, prior to the subject meeting, that the person(s) voting by proxy or acting as a voting proxy are member(s) in good standing of the Corporation. A person who is eligible to vote by proxy must appoint his or her voting proxy in writing and a voting proxy may only act as such on behalf of one (1) member.

6. THE STRUCTURE OF THE BOARD OF DIRECTORS:

(a) The Board of Directors shall consist of the Immediate Past President and the following eleven (11) positions nominated and elected by the members of the Corporation:

- i) President
- ii) Vice President
- iii) Secretary
- iv) Treasurer
- v) Director of House
- vi) Director of Technical
- vii) Director of Production
- viii) Director of Programme
- ix) Director of Membership
- x) Director of Public Relations
- xi) Director of Box Office and Subscriptions

ARTICLE X: Board Structure, Responsibilities, Duties, Authority and Vacancies

These shall be designated in accordance with the Bylaws.

7. RESPONSIBILITIES AND DUTIES OF THE BOARD OF DIRECTORS:

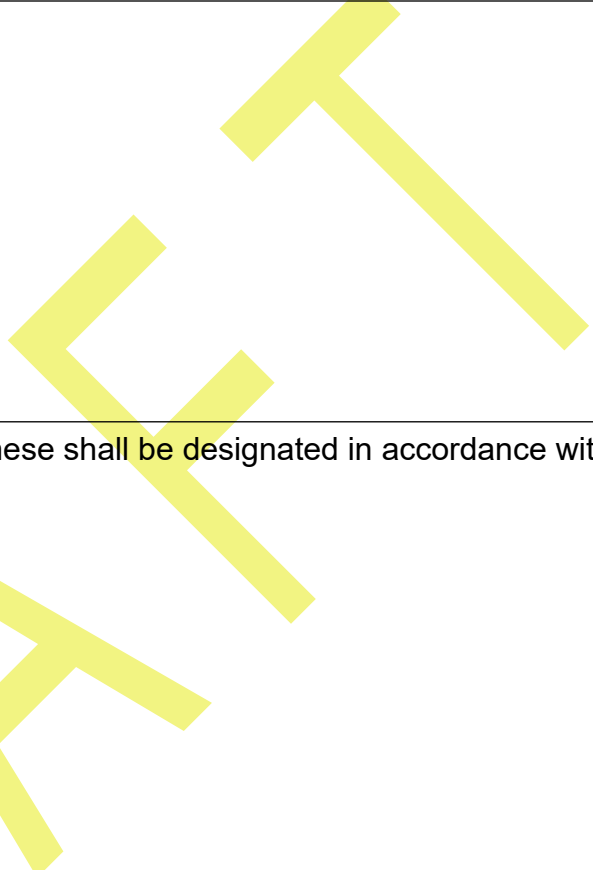

- (a) The Board of Directors shall manage and supervise the affairs of the Corporation on behalf of the membership, especially with regard to financial affairs. Members of the Board are required to make policy decisions that conform to the stated purpose and objectives of the Corporation. The Board is also required to keep the membership informed of significant activities and decisions affecting the Corporation.
- (b) To achieve the above duties and responsibilities, each Board Member is expected to:
 - i) become familiar with the Constitution of the Corporation;
 - ii) attend all Board, Annual General and General Meetings;
 - iii) review the minutes of all Board Meetings and all other information provided prior to Board Meetings and to be prepared to contribute to subjects under discussion;
 - iv) support the activities of the Corporation;
 - v) initiate long-range planning objectives of the Corporation;
 - vi) be prepared to chair any sub-committee appointed in their area of responsibility; and
 - vii) perform other duties as may, from time to time, be assigned.

These shall be designated in accordance with the Bylaws.

8. AUTHORITY OF THE BOARD OF DIRECTORS:

- (a) The Board of Directors shall have all powers and authority not specifically delegated to others by this Constitution to manage the affairs and control the agents and employees of the Corporation. A quorum of the Board shall be more than 50% of the directors.
- (b) The Board of Directors shall have the authority to employ, in honorary or salaried capacity, on behalf of the aims of the Corporation, any person or persons. However, no member of the Corporation shall receive payment, either direct or indirect, for his/her services in the production of any of the Corporation's plays, or for other than legitimate expenses incurred on behalf of the production or programme in which he/she is involved. Notwithstanding the preceding, the Board of Directors may employ a member of the Corporation for services provided to facilitate all of the Corporation's

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<p>plays in any given fiscal year.</p> <p>(c) The President shall have the authority, with the consent of a majority vote of the Board of Directors, to stop the production of any play in rehearsal, or to counsel or replace the production manager or the director for such reasons as the President and the Board may in their discretion regard as legitimate.</p> <p>(d) The President shall have the authority, with just cause and with the consent of a majority vote of the Board, to assume the Treasurer's function, and assign those functions, along with all of the Treasurer's books and records, to a person duly nominated and elected by the Board as the new Treasurer.</p>	
<p>9. VACANCIES ON THE BOARD OF DIRECTORS:</p> <p>(a) Any member of the Board of Directors failing to attend three (3) consecutive Board meetings, other than through illness, shall at the discretion of the Board be deemed to have vacated his/her position. The Board of Directors shall also have the authority to co-opt from the membership, additional persons to serve on the Board for specific purposes for a period not to exceed one (1) year.</p> <p>(b) Should a vacancy occur on the Board of Directors, other than for the position of Immediate Past President, the remaining Board members may, if necessary, by resolution appoint a member of the Corporation to fill the vacancy until the next Annual General Meeting. Otherwise, such a vacancy shall be filled at the next Annual General Meeting as required by the provisions of this Constitution. Should a vacancy occur in the position of Immediate Past President, the preceding Immediate Past President shall be offered the position.</p> <p>(c) Should a vacancy or vacancies result in the loss of quorum the President shall immediately be required to call a special meeting of the remaining Board members to fill the vacancy or vacancies.</p>	<p>These shall be designated in accordance with the Bylaws.</p> 
<p>10. STANDING SUB-COMMITTEES OF THE BOARD OF DIRECTORS:</p> <p>(a) The Board of Directors may appoint from among the membership standing sub-committees to assist the Board in the performance of its duties. The chair of an appointed sub-committee shall be selected from</p>	<p style="text-align: center;"><u>ARTICLE XI: Committees</u></p> <p>These shall be designated in accordance with the Bylaws.</p>

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- among the Board members in accordance with the duties assigned by this Constitution.
- (b) The President is an ex-officio member of all sub-committees of the Board.
- (c) The Vice President is a member of any appointed Production, Programme, Technical, Membership and Long-Range Planning Sub-Committees.
- (d) The Immediate Past President is a member of any appointed Constitution, Nominating and Long-Range Planning Sub-Committees.
- (e) The Standing Sub-committees shall meet as often as deemed necessary by their respective chairs, or as required by the President.

11. DUTIES OF OFFICERS:

These shall be designated in accordance with the Bylaws.

(a) President and Vice President

- i) The President shall chair all meetings of the Board of Directors and preside at all General and Annual General meetings, and shall be charged with the general management and supervision of the affairs and operations of the Corporation.
- ii) The President, with the Treasurer or another officer appointed by the Board of Directors for the purpose, shall sign all Corporation documents as may require his/her signature in accordance with the Corporation's by-laws or otherwise, and shall perform such other duties as may be assigned by the Board.
- iii) The President shall report regularly to the Board of Directors upon all phases of the management and operations of the Corporation and generally as to its affairs.
- iv) In the absence of the President, either the Vice President, or another member of the Board of Directors appointed by the Board in the absence of the Vice President, shall preside at the meetings of the Corporation and perform the duties of the President.

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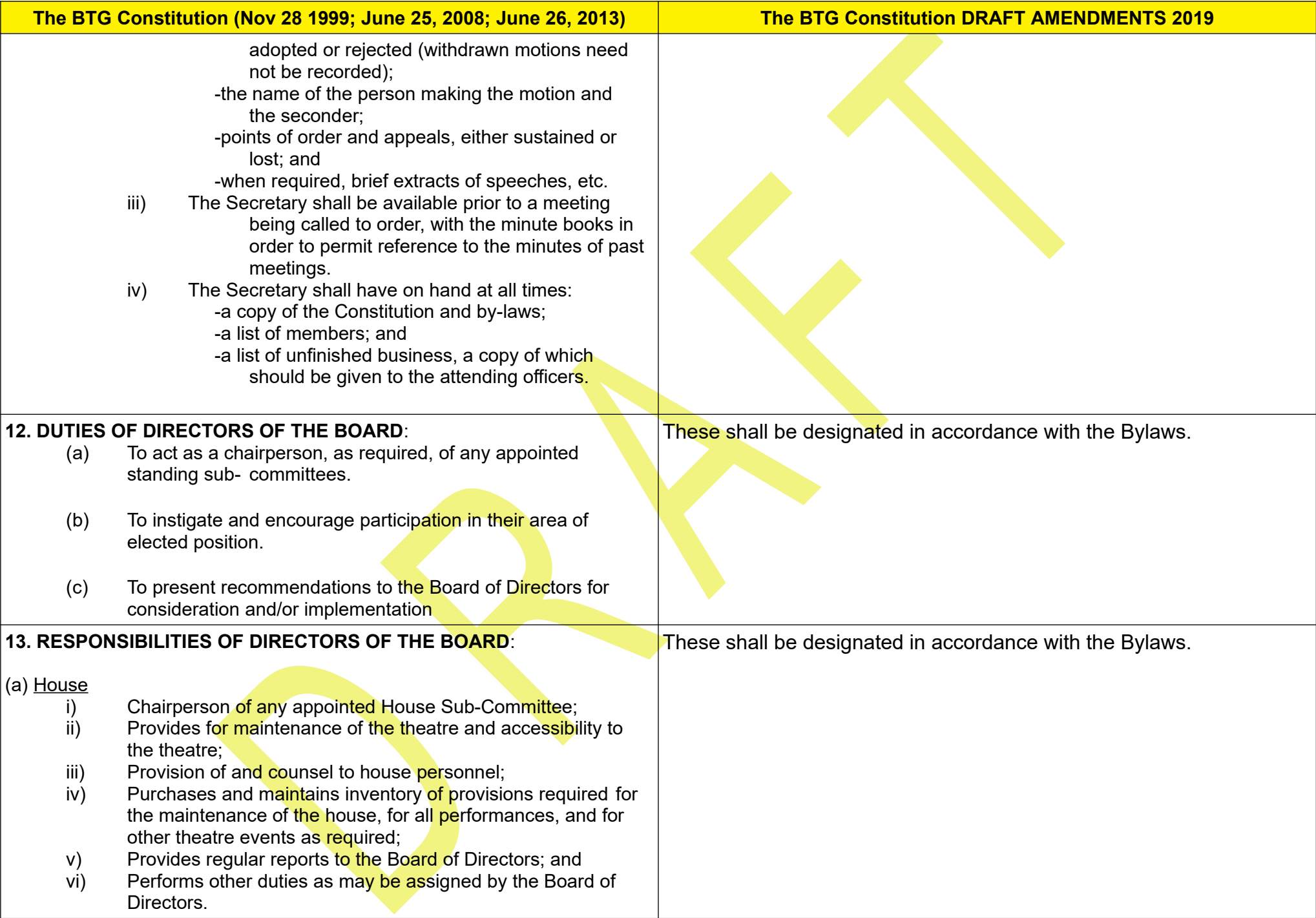
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(b) Treasurer

- i) The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account, and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation, in such financial institutions as may be designated by the Board of Directors.
- ii) The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors upon the presentation of acceptable written vouchers and/or receipts.
- iii) The Treasurer shall render to the Board of Directors and/or the Corporation, at regular meetings thereof, or whenever required of him/her, an account of all transactions performed as Treasurer, and of the financial position of the Corporation. He/she shall also perform such other duties as may be determined by the Board.
- iv) Chairperson of any appointed Finance Sub-Committee;
- v) Prepares annual budget in consultation with the Board of Directors;
- vi) Assesses the financial position and efficiency of the Corporation;
- vii) Provides recommendations on financial policy;
- viii) Assesses the financial feasibility of proposed projects;
- ix) Provides regular reports to the Corporation.

(c) Secretary

- i) The Secretary shall issue all calls or notices of meetings of the Corporation (excluding standing sub-committees) and shall prepare such correspondence as the Board may designate.
- ii) The Secretary shall maintain an accurate record of all business conducted during meetings of the Corporation. He/she shall record in the minutes of all meetings:
 - the date, time, location, and type of meeting;
 - the name of the person presiding;
 - the names of those present at the meeting;
 - the precise wording of all motions and whether

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<p>adopted or rejected (withdrawn motions need not be recorded);</p> <ul style="list-style-type: none"> -the name of the person making the motion and the seconder; -points of order and appeals, either sustained or lost; and -when required, brief extracts of speeches, etc. <p>iii) The Secretary shall be available prior to a meeting being called to order, with the minute books in order to permit reference to the minutes of past meetings.</p> <p>iv) The Secretary shall have on hand at all times:</p> <ul style="list-style-type: none"> -a copy of the Constitution and by-laws; -a list of members; and -a list of unfinished business, a copy of which should be given to the attending officers. 	
<p>12. DUTIES OF DIRECTORS OF THE BOARD:</p> <ul style="list-style-type: none"> (a) To act as a chairperson, as required, of any appointed standing sub- committees. (b) To instigate and encourage participation in their area of elected position. (c) To present recommendations to the Board of Directors for consideration and/or implementation 	<p>These shall be designated in accordance with the Bylaws.</p>
<p>13. RESPONSIBILITIES OF DIRECTORS OF THE BOARD:</p> <p>(a) <u>House</u></p> <ul style="list-style-type: none"> i) Chairperson of any appointed House Sub-Committee; ii) Provides for maintenance of the theatre and accessibility to the theatre; iii) Provision of and counsel to house personnel; iv) Purchases and maintains inventory of provisions required for the maintenance of the house, for all performances, and for other theatre events as required; v) Provides regular reports to the Board of Directors; and vi) Performs other duties as may be assigned by the Board of Directors. 	<p>These shall be designated in accordance with the Bylaws.</p>

(b) Technical

- i) Chairperson of any appointed Technical Sub-Committee;
- ii) Maintains inventory and provides for care of all technical equipment and properties;
- iii) Provides for maintenance of all facilities of the Corporation other than the theatre;
- iv) Provides counsel to:
 - production, lighting personnel;
 - production, sound personnel;
 - production, costume personnel;
 - production, make-up personnel;
 - stage managers;
 - set construction crew;
 - other production personnel as necessary.
- v) Ensures selection of regular season technical directors;
- vi) Provides regular reports to the Board of Directors; and
- vii) Performs other duties as may be assigned by the Board of Directors.

(c) Production

- i) Chairperson of any appointed Production Sub-Committee;
- ii) Recommends selection of and provides counsel to regular season Production Managers;
- iii) Provides assistance to Production Managers and the Treasurer in the establishment of budgets for Productions;
- iv) Provides regular reports to the Board of Directors;
- v) Prior to the commencement of each season, facilitate an orientation meeting of the technical director, house director, and all directors, producers, stage managers;
- vi) Compiles and maintains a talent resource bank to assist with productions;
- vii) Organizes workshops and training activities; and
- viii) Performs other duties as may be assigned by the Board of Directors.

(d) Programme

- i) Chairperson of any appointed Programme Sub-Committee;
- ii) Secures rights and oversees the payment of contracts for all productions for the coming season;
- iii) Oversees play-reading activities;

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- iv) Recommends programme and directors for the regular season;
- v) Provides regular reports to the Board of Directors; and
- vi) Performs other duties as may be assigned by the Board of Directors.

(e) Membership

- i) Chairperson of any appointed Membership Sub-Committee;
- ii) Selection and counsel to subscription campaign;
- iii) Provides for a membership newsletter;
- iv) Promotes social activities for members;
- v) Manages the Archives and Library;
- vi) Provides regular reports to the Board of Directors; and
- vii) Performs other duties as may be assigned by Board of Directors.

(f) Publicity and Public Relations

- i) Chairperson of any appointed Public Relations Sub-Committee to oversee the design and production of the season brochure and individual playbills;
- ii) Manages publicity and media content;
- iii) Provides public relations and publicity information to the Quinte Arts Council, EODL, and Theatre Ontario.
- iv) Provides regular reports to the Board of Directors; and
- v) Performs other duties as may be assigned by the Board of Directors.

(g) Box Office and Subscriptions

- i) Chairperson of any appointed Box Office Sub-Committee;
- ii) Oversees ticket sales, orders, mailing list and subscriptions;
- iii) Reconciles ticket sales and cash deposits and prepares reports or financial settlements regarding ticket office activities and events;
- iv) Builds and tailors upcoming events in ticketing software;
- v) Recommends personnel for hire, and manages and provides training for box office personnel;
- vi) Keeps box office files organized and maintains inventory of materials and equipment needed in the Box Office;
- vii) Maintains clear communication with the public about show dates and times;
- viii) Performs other duties as may be assigned by the Board of Directors.

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<p>14. FISCAL YEAR: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of June of every year.</p>	<p>See Definitions Art. V.4</p>
<p>15. BOOKS AND RECORDS:</p> <p>(a) The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute of law are regularly kept.</p> <p>(b) Such books and records, if maintained outside the Head Office of the Corporation, are to be returned to the Head Office of the Corporation at the conclusion of the term of office of the Board of Directors, or at any time otherwise deemed necessary by the Board.</p>	<p>These shall be designated in accordance with the Bylaws.</p>
<p>16. FINANCIAL STATEMENT:</p> <p>There shall be an annual financial statement of the accounts of the Corporation which shall be presented at the Fall General Meeting of the Corporation. The members at an Annual General Meeting shall appoint a qualified individual to prepare the annual financial statement.</p>	<p>These shall be designated in accordance with the Bylaws.</p>
<p>17. CHEQUES AND INSTRUMENTS:</p> <p>(a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and Treasurer of the Corporation, or by such officers or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.</p> <p>(b) The Treasurer, or another officer appointed by the Board of Directors, may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's financial institutions, and may receive all paid cheques and vouchers, and sign all the bank's forms or settlement of balance and release or verification slips.</p>	<p>These shall be designated in accordance with the Bylaws.</p>

18. DEPOSIT OF SECURITIES FOR SAFE-KEEPING:

- (a) The securities of the Corporation shall be deposited for safekeeping with one (1) or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers of the Corporation, and in such manner, as shall be determined by resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- (b) Any investment activities, other than authorized deposits, shall be subject to the approval of the Board of Directors.
- (c) The institutions, which may be so selected as custodians by the Board of Directors, shall be fully protected in acting in accordance with the directions of the Board of Directors, and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

These shall be designated in accordance with the Bylaws.

19. BORROWING:

- (a) The Board of Directors may, from time to time borrow money on the credit of the Corporation, or issue, sell or pledge securities of the Corporation, or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- (b) From time to time the Board of Directors may authorize any Director or officer of the Corporation, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid; and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the

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<p>Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.</p>	
<p>20. CHARITABLE TAX STATUS:</p> <p>The Belleville Theatre Guild is registered with the Federal Government of Canada Taxation Department as a Registered Charitable Organization and as such can issue tax-deductible receipts for donations or membership dues.</p> <p>The BTG tax number is 03-45-652/22/12.</p>	<p align="center"><u>ARTICLE XIV: CHARITABLE TAX STATUS</u></p> <p>The Belleville Theatre Guild is registered with the Federal Government of Canada Taxation Department as a Registered Charitable Organization and as such can issue tax-deductible receipts for donations.</p> <p>The BTG charitable tax number is 11880 2891RR0001.</p>
<p>21. EXECUTION OF DOCUMENTS:</p> <p>(a) Deeds, transfers, licenses, contracts and engagements or obligations on behalf of the Corporation shall be signed by the President and one (1) other officer designated by the Board of Directors, and the corporate seal shall be affixed as required by the Secretary. Contracts in the ordinary course of the Corporation's operations may be negotiated or signed on behalf of the Corporation by any two (2) persons comprising either the President, Vice President, or the Treasurer, or by any other person authorized by the Board of Directors.</p> <p>(b) Any two (2) Directors, under authorization of the Board of Directors, may transfer any and all shares, bonds or other securities standing in the name of the Corporation, in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of charges, bonds or other securities transferred to the Corporation.</p> <p>(c) The aforesaid two (2) Directors, under authorization of the Board of Directors, may also affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointments of an attorney or attorneys to make</p>	<p align="center"><u>ARTICLE XII: EXECUTION OF DOCUMENTS</u></p> <ol style="list-style-type: none"> Deeds, transfers, licenses, contracts and engagements or obligations on behalf of the Corporation shall be signed by the President and one (1) other officer designated by the Board of Directors. Contracts in the ordinary course of the Corporation's operations may be negotiated or signed on behalf of the Corporation by any two (2) persons comprising either the President, Vice President, or the Treasurer, or by any other person authorized by the Board of Directors. Any two (2) Directors, under authorization of the Board of Directors, may transfer any and all shares, bonds or other securities standing in the name of the Corporation, in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of charges, bonds or other securities transferred to the Corporation. The aforesaid two (2) Directors, under authorization of the Board of Directors, may also affix the corporate seal to any such transfers or acceptance of transfers, and may make,

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<p>or accept transfers of shares, bonds, or other securities on the books of any company or corporation.</p> <p>(d) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time, by resolution, direct the manner in which and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.</p>	<p>execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointments of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.</p> <p>5. Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time, by resolution, direct the manner in which and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.</p>
<p>22. LIABILITY OF ACTS:</p> <p>a) No Director or other officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other acts for confirmity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any monies of the Corporation shall be invested, or for any loss or damage from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his or her own dishonesty.</p> <p>(b) Each Director and other officer, his or her heirs, executors and administrators and estate and effects shall be indemnified by the Corporation against all costs, charges and expenses which he or she may hereafter sustain or incur in or about:</p>	<p><u>ARTICLE XIII: LIABILITY OF ACTS</u></p> <p>No Director or other officer of the Corporation shall be liable for any:</p> <ol style="list-style-type: none"> 1 acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other acts for conformity; 2 loss or expense happening to the Corporation through the insufficiency; 3 deficiency of title to any property acquired by order of the Board of Directors or on behalf of the Corporation; 4 insufficiency or deficiency of any security in or upon which any monies of the Corporation shall be invested; 5 loss or damage from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;

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- i) any suit-in-law or in equity, action or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or other thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- ii) all other costs, charges or expenses which he or she may hereafter sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

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- 6 loss occasioned by any error of judgment or oversight on his or her part;
- 7 other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his or her own dishonesty.
- 8 Each Director and other officer, his or her heirs, executors and administrators and estate and effects shall be indemnified by the Corporation against all costs, charges and expenses which he or she may hereafter sustain or incur in or about:
- 9 any suit-in-law or inequity, action or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or other thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- 10 all other costs, charges or expenses which he or she may hereafter sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE XV: AMENDMENT OF BYLAWS

- 1 The Board may pass, amend or repeal a Bylaw by Ordinary Resolution, except where to do so is contrary to the Act (see 5.1.1), provided that where the Board has approved any such amendments, it shall submit same to the members at the next Annual General Meeting (AGM) or Fall General Meeting (FGM), and the members may confirm, reject, amend or repeal the revised Bylaw.
- 2 Notice of any such changes, including the complete text of the previous and revised version of the Bylaw, must be given to

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	<p>the members ten (10) days before the meeting at which the amendment or amendments will be voted upon.</p> <p>3 Any amendment to the Bylaw by the Board shall take effect from the date of the Resolution of the Board, but shall cease to be in effect as of the date of the next members' meeting if not submitted to the members for a vote at that meeting, or if at that meeting such amendments are rejected by the members.</p>
<p>23. AMENDMENT PROCEDURES:</p> <p>The Constitution of the Corporation may be amended at any Annual General Meeting by a vote of two-thirds of the members present.</p> <p>Notice of proposed amendments shall be inserted in the notice calling the Annual General Meeting and sent to each member in good standing at least thirty (30) days prior to the date of the Annual General Meeting.</p> <p>Amendments may be proposed by the Board of Directors, or upon petition in writing to the Board at least sixty (60) days in advance of the Annual General Meeting, by no fewer than ten (10) members in good standing.</p> <p>As amended: November 28, 1999; June 25, 2008; and June 26, 2013</p>	<p><u>ARTICLE XVI: AMENDMENT OF THE CONSTITUTION</u></p> <p>1 The Constitution of the Corporation may be amended at any Annual General Meeting (AGM) or Fall General Meeting (FGM) by a vote of two-thirds of the members present.</p> <p>2 Notice of proposed amendments from the Board shall be inserted in the notice calling the Annual General Meeting or Fall General Meeting and sent to each member in good standing at least ten (10) days prior to the date of the Annual General Meeting.</p> <p>3 Amendments may be proposed by the Board of Directors, or upon petition in writing to the Board at least sixty (60) days in advance of the Annual General Meeting (AGM) or Fall General Meeting (FGM) by no fewer than ten (10) members in good standing.</p> <p>4 As amended: November 28, 1999; June 25, 2008; June 26, 2013; June 21, 2017; June 2019.</p>
	<p><u>ARTICLE XVII: DISSOLUTION</u></p> <p>1 The Belleville Theatre Guild may be dissolved by a resolution passed by two-thirds of the membership at a meeting of its active members that are at least 18 years of age.</p>

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- 2 The members should be provided at least sixty (60) days' notice of the proposal.
- 3 In the event of dissolution of the BTG, any funds of the BTG remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with live theatre or organizations promoting the same mission of this Corporation, as may be determined by the members of the Corporation at the time of dissolution.
- 4 If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.

Resolved by this Board on the ____ day of _____, 20__

Paul G. Lattanzio
President

Amy-Lyn Van Londersele
Vice President

Maira Nikander-Forrester
Past-President

Dave Henderson
Past-President

Christopher Black
Board of Directors